

**PROFFER REQUIREMENTS WITH THE FINAL DEVELOPMENT PLAT
DULLES PARKWAY CENTER II-LOT 12
FIDP-2008-0002**

The applicant shall fulfill proffers associated with this FIDP. The following represent applicable proffers associated with ZMAP-2005-0041 (Dulles Parkway Center II):

II. DEVELOPMENT SCOPE

A. Residential Units

Development of the Property shall allow up to a maximum of 624 multi-family dwelling units, inclusive of Affordable Dwelling Units ("ADUs") and "Workforce Housing Units." With regard to the number of ADUs provided, Applicant shall provide 125% of the ADUs required by the Zoning Ordinance. In addition to the ADUs, five (5) dwelling units constructed on the Property shall be provided as "Workforce Housing Units" and shall be available for purchasers whose income does not exceed 100% of Loudoun County's Median Household Income. These units shall be administered in accordance with Chapter 1450 of the Loudoun County Codified Ordinances, except that the income limit for qualified purchasers shall be 100% of the Loudoun County Median Household Income.

ZMAP-2005-0041 approved a maximum of 624 multi-family dwelling units. Of the 624 multi-family units, ten (10) are required to be Affordable Dwelling Units (ADU) and five (5) are required to be Workforce Housing Units.

One hundred and twenty-four (124) 2 over 2 multi-family units are proposed on Lot 12. Of the 124 2 over 2 units, two (2) Affordable Dwelling Units are provided.

The remaining eight (8) ADU's and five (5) Workforce Housing Units will be provided with the future development of Lot 8 (Inner & Outer Core Areas).

B. Commercial Uses

The development of commercial uses (that is, any and all permitted non-residential uses) at the Property shall include up to 500,000 square feet of office development, up to 40,000 square feet of retail uses and 60,000 square feet of either retail or office development on Lot 8. Buildings within Lots 9 and 10 shall be constructed to heights of at least four stories.

Lot 12 does not include commercial space. Commercial space will be provided with the future development of Lots 8, 9, and 10.

C. Recreational Amenities

1. Applicant shall provide opportunities for recreation and passive activities ("Recreational Amenities") throughout the Property. Such Recreational Amenities shall be provided in informal parks, a specialty park and pedestrian plazas to be provided in accordance with this proffer II.C and in the locations as shown on Sheet 4 of the CDP.

Sheet 4 and Sheet 6 illustrate an Informal Park situated along the limits of minor floodplain, southwest of Centergate Drive. The Informal Park is situated within 1.65 acres of Active/Passive Recreation Open Space. The Informal Park will consist of a picnic pavilion and three (3) park benches. Additionally, 1.44 acres of landscaped open space is provided throughout Lot 12.

2. Informal parks are anticipated to provide passive open space for the enjoyment of the residents and users of the Property. The parks will include natural features such as, but not limited to, reforestation (described in Proffer VI.G below) or enhanced landscaping (described in Proffer VI.E below). Applicant shall construct at least two (2) informal parks in the locations shown on Sheet 4 of the CDP. Applicant shall construct such informal parks concurrently with the delivery of development on adjacent properties. Each informal park shall include a minimum of three (3) benches and shall be a minimum of 10,000 square feet.

Sheet 4 and Sheet 6 illustrate an Informal Park situated along the limits of minor floodplain, southwest of Centergate Drive. The Informal Park is situated within 1.65 acres of Active/Passive Recreation Open Space. The Informal Park will consist of a picnic pavilion and three (3) park benches.

3. A specialty park is anticipated to provide water level access to the storm water management pond and shall provide a focal point for the development. The park shall include hard and soft landscaping. Applicant shall construct a specialty park in the location shown on Sheet 4 of the CDP. Applicant shall construct the specialty park concurrently with the construction of a commercial building east of and immediately adjacent to the specialty park. This park shall include a minimum of two (2) picnic tables and two (2) benches and shall be a minimum of 10,000 square feet.

The Specialty Park will be provided with future development of Lot 9.

4. Applicant shall provide at least two (2) pedestrian plazas in Lot 8 to provide a place of gathering for the residents and users of Lot 8 as shown on the CDP. Applicant shall also provide at least one (1) pedestrian plaza in Lot 9 as shown on the CDP. The required pedestrian plazas will include a minimum of four (4) benches, shall be a minimum of 5,000 square feet and shall include both landscaping and hardscaping. At least one (1) pedestrian plaza will be constructed on Lot 8 prior to the issuance of occupancy permits for 50% of the residential units on such Lot. A second pedestrian plaza will be constructed on Lot 8 prior to issuance of occupancy permits for 100% of the residential units on such Lot.

Pedestrian plazas, with associated benches and landscaping will be provided with future development on Lot 8 and Lot 9.

5. The exact location of the amenity areas shall be subject to final engineering considerations. All proposed buildings will have access to these amenities by way of sidewalks (five feet in width), as shown on Sheet 4 of the CDP. The Applicant shall use raised boardwalks over wetlands and waters of the U.S. as part of the planned trail systems, subject to the approval of the County and U.S. Army Corps of Engineers.

Amenity areas are not proposed on Lot 12 and will be accomplished with future development of Lots 8, 9, and 10.

D. Community Facility

Applicant shall provide a community recreation facility ("Community Recreation Facility") of at least of 1,000 square feet. The facility shall be integrated within a building on Lot 8 and shall provide such exercise equipment as is typical for a community of such size and shall include a room for assembly of the residents of the multi-family buildings. The exact amenities to be provided within the Community Recreation Facility shall be determined during the Final Development Plan ("FDP") stage. The community facility shall be constructed during Phase C (as discussed in Proffer V. below), however, Applicant shall have the right to construct such Community Recreational Facility sooner than Phase C.

A Community Recreation Facility and exact amenities will be provided with the future development of Lot 8.

E. Water and Sewer

The Property will be served by public water and sewer systems. All water and sewer extensions and connections necessary for development of the Property shall be provided at no expense to the Loudoun County Sanitation Authority ("LCSA") or to Loudoun County. Such water and

sanitary sewer extensions shall be constructed in accordance with LCSA standards.

The 2 over 2 multi-family dwelling units will be served by public water and sewer.

III. CAPITAL FACILITIES

The Applicant shall make a one-time, capital facilities contribution to Loudoun County (the "County") in the amount of \$18,904 for each market-rate unit. The contribution shall be paid prior to or concurrently with the issuance of each residential zoning permit. The Loudoun County Board of Supervisors may allocate said contribution at its discretion.

IV. TRANSPORTATION

A. Regional Transportation Improvement Contribution

The Applicant shall make a per unit contribution of \$3,339.74 to the County to be used for regional transportation improvements within the vicinity of the Property. Such contribution shall be made prior to or concurrently with the issuance of each residential zoning permit. This figure is based on a Regional Road contribution of \$3,500 per residential unit minus a credit of \$100,000 already contributed by the Applicant (associated with Proffer 27 of ZMAP 1989-0038 and Condition 10 of SPEX 2005-0038) for the design and installation of a signal system at the intersection of Loudoun County Parkway and Centergate Drive.

B. Transit Operational Costs Contribution

1. In order to facilitate the initiation of bus services to and from the Property, the Applicant shall contribute \$300 per residential unit and \$0.25 per non-residential square foot to the County to be used for the operation of transit buses to the Property and within the immediate vicinity of the Property. This contribution shall be made on a per-unit/ per square foot basis prior to or concurrent with the issuance of each zoning permit.
2. If, within three (3) years of the commencement of bus service at the Property, Applicant has not contributed the funds that would be due and owing under this Proffer IV.B. at full build-out of the Property, Applicant shall provide the balance of such payments on an annual basis over three (3) years according to the following formula:
 - The full amount of Transit Operational Costs that would be paid to the County at the time of full build-out of the Property (according to the \$300 per residential unit and \$0.25 per non-residential square foot contributions outlined above) minus

- The amount of Transit Operational Costs that have been paid to the County to date divided by
- Three (3) years.

C. Signalization

The Applicant shall prepare and submit a traffic signal warrant study for the Loudoun County Parkway and Centergate Drive intersection prior to or concurrently with the issuance of the first residential zoning permit or first commercial zoning permit on the Property, whichever is first in time. The Applicant shall design and install the signal when authorized to do so by VDOT. If warrants for the signal have not been met prior to the issuance of the 350th residential zoning permit for the Property, the Applicant shall contribute \$100,000 to the County prior to the issuance of the 350th residential zoning permit for the Property.

D. Transportation Demand Management (TDM) Program

1. Prior to the issuance of a zoning permit for non-residential space in excess of 545,000 square feet on the Property or on the date which is ten (10) years after the approval of this application, whichever occurs first, the Applicant shall submit to the Office of Transportation Services ("OTS") for review and approval for implementation by the Applicant or the Property Owners Association (discussed in Proffer VII. below) of a Transportation Demand Management ("TDM") Program consisting of voluntary management measures, the goal of which is to reduce by fifteen percent (15%) the volume of peak hour vehicle trips from those set forth in the Institute of Transportation Engineers Trip Generation (6th Edition).
2. The TDM Program shall include provisions for a combination of one, some or all of the following elements which shall be appropriate to the size, scale and location of the proposed uses and which are intended to produce a reduction in the traffic and related impacts of the uses:
 - a. Transit Incentive Program: Ride-sharing and transit incentive program, which may include activities to encourage and assist the formation of car, van and bus pools, such as cash payments or subsidies, preferential parking charges or parking space location, and other analogous incentive programs.
 - b. Bike and Pedestrian Incentives: Bicycle and pedestrian incentive measures, will include provisions for bicycle parking and storage (racks) facilities, and may include provisions for shower and locker facilities and similar incentive features in the non-residential/ commercial office buildings.

- c. Flex-time: Variable work hours, or flex-time programs under which employees may stagger their work hours in order to affect a reduction in the amount of peak period traffic levels to and/or from the Property which would otherwise not occur.
- d. Miscellaneous TDM Measures: Measures to reduce the reliance on single-occupancy vehicles by employees and others who will travel to and from the Property which may include parking fee structures tailored to encourage multiple occupancy vehicles, time and other access controls to encourage use of parking spaces in on-site parking facilities by multiple occupancy vehicles, and a program to support and encourage the utilization of alternative transportation modes.
- e. Following County comment on the TDM Program, the Applicant shall implement the approved provisions of the TDM Program immediately thereafter.

E. Bike Facilities

The Applicant shall provide five (5) 10-space bicycle racks throughout the Property (final locations to be determined at FDP stage).

Bike facilities will be provided with future FDP submissions related to Lots 8 through 10 as these are related to commercial development where outside visitation is more expected and also where onsite bike paths are proposed on the lots (sidewalks are only associated with Lot 12). The Applicant anticipates bike facilities for Lot 8 near the buildings, existing pond area, and in the vicinity of office space for Lots 9 and 10. Since Lot 12 units have internal garages and storage space, bikes would be stored within the unit garages. An additional bike rack is provide as part of the civic area of approved SPEX-2005-0038 (Lot 13, immediately adjacent to Lot 12 to serve users of those office and retail uses).

F. Crosswalks

Subject to approval by VDOT, the Applicant shall provide at least three (3) crosswalks across Centergate Drive (final locations to be determined at FDP stage).

Two (2) crosswalks are shown on the Overall Circulation Plan (Sheet 4) at the potential, future 4-way intersection at Concord Station Terrace and the potential, future intersection from Lot 10 to Lot 12.

G. Centergate Drive Improvements

Applicant shall provide such turn lanes and commercial entrances along Centergate Drive, as required by VDOT.

Construction Plans and Profiles have been approved by the County for the construction of Centergate Drive as a four lane undivided minor-collector. The Construction Plan and Profile is identified as CPAP-2008-0027. CPAP-2008-0027 approved a left hand turn lane from Centergate Drive to Concord Station Terrace.

H. Bus Shelters

Prior to the initiation of a bus system serving the Property, Applicant shall construct at least one bus shelter along Centergate Drive. Such shelter shall be designed and constructed in accordance with the Design Guidelines dated July 16, 2007 and prepared by Miller and Smith, included herewith as Exhibit C, and shall be maintained by the Property Owners Association, described in Proffer VII, below.

The development of Lot 12 as 124 multi-family dwellings units will be constructed as part of Phase 1, prior to bus service. The construction of one bus shelter will occur with Phase 2, once bus service is operational and serving the property.

V. PHASING

The commercial and residential uses within the Property shall be developed in three (3) phases: two (2) phases prior to the Property being serviced by bus and one (1) phase once bus service is operational and serving the Property.

A. Prior to Bus Service

1. Phase A: The total number of zoning permits for residential units to be issued during Phase A shall not exceed 130 units. In addition to any other improvements to be completed pursuant to these Proffers, prior to the commencement of Phase B, Applicant shall have received zoning permits for at least 75,000 square feet of non-residential development.

Lot 12 will be developed as one hundred and twenty-four (124) 2 over 2 multi-family units. The development of Lot 12 does not include the necessary 75,000 square feet of non-residential space in order to advance to Phase B of Dulles Parkway Center II.

2. Phase B: The total number of zoning permits for residential units to be issued during Phase A and Phase B shall not cumulatively exceed 300 units. In addition to any other improvements to be completed pursuant to these Proffers, prior to the commencement of Phase C, Applicant shall

have received zoning permits for at least 475,000 square feet of non-residential development, at least 20,000 square feet of which is for retail or supportive service uses adjacent to either Centergate Drive or the storm water management pond on Lot 8 and Lot 9.

B. After Commencement of Bus Service

Phase C: Phase C shall not commence until the Property is served by bus service. Phase C shall be any development above 475,000 square feet of non-residential uses or above 300 residential units. Applicant shall be entitled to receive all remaining residential zoning permits, up to 624, during Phase C. During Phase C, Applicant shall be further entitled to receive zoning permits for all remaining non-residential development.

VI. ENVIRONMENT

A. Wetlands and Streams

For any wetland and stream impacts on the Property determined to be unavoidable in conjunction with the permitting process, Applicant shall provide wetland mitigation in the following priority order: 1) onsite, 2) within the same planning policy area, and 3) within Loudoun County, subject to approval of the Army Corps of Engineers and the Virginia Department of Environmental Quality. If no such areas are available within the County as verified by County Staff, Applicant shall be permitted to provide wetland mitigation outside of Loudoun County.

B. Tree Conservation and Tree Protection

1. The Applicant shall establish tree conservation areas in the locations shown on the CDP as the "Tree Conservation Area." Clearing in these areas shall be permitted only for the construction of utility crossings, wetland mitigation, storm water management facilities, best management practices and trail crossings and any such clearing shall be limited to the minimum area required for said construction. Any necessary clearing in these areas shall be limited to the minimum area required for said construction.
2. A minimum of eighty (80) percent of the canopy within the cumulative Tree Conservation Area depicted on the CDP will be preserved, exclusive of stands of Virginia Pine over 25 years in age. In the event that the eighty (80) percent canopy threshold cannot be achieved within the designated Tree Conservation Areas, such lost canopy will be recaptured elsewhere onsite in locations to be designated at the discretion of the Owner in consultation with the County. Boundaries of all Tree Conservation Areas shall be delineated on the record plat recorded for each section of the development. Construction plans shall clearly define

the limits of the Tree Conservation Area and all such areas shall be clearly marked in the field. Tree protection fencing shall be placed outside the drip lines along the Tree Conservation Area prior to commencing land-disturbing activities. The Applicant reserves the right to remove, in consultation with the County, any dead, damaged, dying or diseased trees and vegetation, and any tree or vegetation that interferes with the construction, proper functioning and/or use of any utility or drainage easement, or creates a danger to property or persons.

3. If, during construction on the Property, it is determined by the Owner's certified arborist and/or the County Urban Forester that any healthy tree located within the boundaries of any of the Tree Conservation Areas described in this Proffer has been damaged during construction and will not survive, then the Owner shall remove each such tree and replace each such tree with two (2) 2½ - 3 inch caliper native, non-invasive deciduous trees. The species and placement of replacement trees shall be proximate to the area of each such damaged tree so removed, or in another area determined in consultation between the Applicant and the County Urban Forester.
4. The Property Owners Association (discussed in Proffer VII. below) documents shall include a provision that prohibits removal of trees in Tree Conservation Areas as shown on the record plat after construction has been completed by the Applicant without specific permission of the County Urban Forester, except as necessary to accommodate Forest Management Techniques, performed by or recommended by a professional forester or certified arborist, that are necessary to protect or enhance the viability of the canopy. Such Management Techniques may include, without limitation, pruning and the removal of vines, invasive species, trees uprooted or damaged by extreme weather conditions, and trees or limbs that are diseased, insect-infested, dead, or are considered a hazard to life or property. The Property Owners Association documents shall clearly state that such provisions prohibiting tree removal shall not be amended by the Owner or the Property Owners Association without written approval from the County. The record plat for each portion of the Property containing a Tree Conservation Area shall contain a note stating that the removal of trees within a Tree Conservation Area is prohibited except in accordance with the Declaration of Covenants.

C. Noise Impact Study

1. The Applicant will provide a noise impact study to the County that will determine whether there is any need for additional buffering and noise attenuation measures between the Dulles Greenway and all proposed uses, as described in the Revised Countywide Transportation Plan. The noise impact study shall be based upon traffic volumes for these roadways at a time 10 years from the date of issuance of first zoning permit based upon

the most recent, applicable forecast available from the Office of Transportation Services, the ultimate road configuration as defined in the Revised Countywide Transportation Plan and the ultimate design speed.

2. The noise impact study will be conducted by a certified professional engineer and submitted to the County concurrently with the first site plan or construction plan, whichever is first in time. Noise impacts will be deemed to occur when noise levels approach (that is, 1 decibel less than), meet or exceed the Noise Abatement Criteria identified in the Revised Countywide Transportation Plan.
3. For all impacted uses, noise attenuation measures shall be provided along the specified roadway sufficient to mitigate the anticipated noise impacts prior to the issuance of occupancy permits for any impacted structures. Applicant shall endeavor to mitigate noise impacts by employing noise attenuation measures other than freestanding, concrete "sound barriers." Noise attenuation measures shall result in noise levels at least 2 decibels less than impact levels established by the Noise Abatement Criteria

D. Lighting

Lighting shall be designed and constructed with cut-off and fully shielded lighting fixtures so that the light will be directed inward and downward toward the interior of the Property.

STPL-2008-0041 will evaluate the lighting fixtures in relation to the performance standards, Section 5-1504 of the Revised 1993 Loudoun County Zoning Ordinance.

E. Landscaping Plans

1. Concurrent with the submission of the first site plan application for the Property, Applicant shall submit a landscaping plan for an area averaging 15 feet from the storm water management pond for review and approval by the County. Such plan will outline Applicant's approach for landscaping around the storm water management pond in areas that are not otherwise occupied by plazas or areas of congregation for users and residents. The approved landscaping plan will be implemented concurrent with the first site plan adjacent to the storm water management pond.
2. Applicant shall provide a buffer along the southern boundary of Lot 12 (that is, the property line adjacent Lot 13) of at least three (3) canopy trees per 100 lineal feet. Applicant shall be entitled to cluster the canopy trees, so long as the ratio set forth above is met or exceeded.

Sheet 7 (Landscape Plan) illustrates a 10' Type 1 Side Yard Buffer along the shared property boundary of Lot 12 and Lot 13. Twenty-two (22) canopy trees and thirty (30) understory trees are proposed within the 10' Type 1 Side Yard Buffer. Note that the buffer along the shared property boundary was clustered away from the group of eight (four stacked) multi-family units at the southeast corner due to storm management needs as reflected on STPL-2008-0041.

F. Storm Water Management Pond on Lots 8 and 9

Applicant shall enhance the existing storm water management pond located on Lots 8 and 9 by incorporating mechanical pre-treatment device(s) or forebays at the new storm sewer outfalls. A Best Management Practices facility shall be provided to ensure treatment for such runoff not otherwise addressed by the existing storm water management pond on Lots 8 and 9.

G. Reforestation

Concurrent with the submission of the first site plan application for the Property, Applicant shall submit a reforestation plan to the County prepared by a professional forester or ISA (International Society of Arborists) Certified Arborist. The reforestation plan shall use 1-inch minimum caliper, native, deciduous trees. The reforestation plan shall be submitted for review and approval by the County for the 25-foot buffer associated with the minor floodplain to the south of Centergate Drive on lot 12. The approved reforestation plan will be implemented concurrent with construction of the first site plan issued for Lot 8.

Sheet 6 and Sheet 7 illustrate a twenty-five (25) foot buffer along eastern and western limits of the minor floodplain on Lot 12. Sheet 7 also illustrates tree canopy within the buffer area to be reforested. As noted on Sheet 7 and within the above proffer, the reforestation plan shall be submitted for review concurrently with the submission of the first site plan for the Property.

H. Geographic Information System Information

The Applicant will provide any digital data it has in its possession to the County for the Property's approved wetland delineation concurrently with the approval of the first site plan.

VII. PROPERTY OWNERS ASSOCIATION

- A. All owners of the Property shall be members of Dulles Parkway Center Inc. property owners association (the "Association"). The Association

shall be responsible for the implementation of the Dulles Parkway Center Design Guidelines as amended from time to time and included by reference at Exhibit C (dated July 16, 2007).

- B. The Association shall provide landscaping and lawn maintenance for all common areas, shall be responsible for snow removal on all private streets and trash removal from the Property. The HOA shall be responsible for the maintenance of all common recreational facilities and buildings, all storm water management facilities, all private streets, and all sidewalks and trails not otherwise maintained by Loudoun County (the "County") or the Virginia Department of Transportation ("VDOT").
- C. If the Association's organizational documents need to be amended in any way to implement these Proffers, Applicant shall ensure that such documents are amended prior to occupancy of the first residential unit. Such documents shall be submitted to the County for review and approval prior to the approval of the first record plat or site plan on the Property, whichever is the first in time.

VIII. EMERGENCY SERVICES

- A. Prior to the issuance of each residential zoning permit, a one-time contribution of \$120.00 per unit for each residential unit shall be paid to the County for distribution by the County to the primary volunteer fire and rescue companies providing service to the Property.
- B. Prior to the issuance of each commercial zoning permit for buildings on the Property, a one-time contribution of \$0.10 per gross square foot of non-residential floor area shall be paid to the County for distribution by the County to the primary volunteer fire and rescue companies providing service to the Property.
- C. Said contributions shall escalate on a yearly basis from the base year of 1988 and change effective each January 1 thereafter, based on the Consumer Price Index as published by the Bureau of Labor Statistics, U.S. Department of Labor, for the Washington-Baltimore, MD-VA-DC-WV Consolidated Metropolitan Statistical Area (the "CPI").
- D. Contributions pursuant to this paragraph shall be divided equally between the primary servicing fire and rescue companies providing service to the Property. Notwithstanding the foregoing, at such time as the primary fire and/or rescue services to the Property are no longer provided by incorporated volunteer companies, the obligation to make the contributions listed within this paragraph shall cease. The intent of these provisions is to support a volunteer fire and rescue system so long as a volunteer system is the primary provider of fire and rescue services to the

Property. If only one of these services ceases to be provided by a volunteer company, then the contribution shall be halved and shall continue to be provided to the remaining volunteer company.

IX. OPEN SPACE PRESERVATION

The Applicant shall contribute \$376 per dwelling unit prior to or concurrently with the issuance of each residential zoning permit, to Loudoun County for the purchase of Open Space Easements.

X. PARKING

Any areas reflected on the CDP for development (including, but not limited to private roads, buildings, parking, structured parking or other future development) may be used, on an interim and phased basis, for surface parking unless and until the future phases are developed (in which case, the surface parking will be replaced with the designated use).

Sheet 5 under the Zoning Requirements and Land Use Summary provides for 248 Garage and Driveway Spaces and 27 On-Street Spaces (275 total spaces). The on-street spaces are illustrated on Sheet 6 as being dispersed throughout the development along the internal private roadways.

XI. VOLUNTARY DELAY OF RESIDENTIAL DEVELOPMENT WITHIN THE INNER CORE

In order to reserve a significant portion of the Property for consideration of achieving additional density pursuant to a separate and future legislative application, Applicant shall not receive any zoning permits for residential uses located within the Inner Core (as identified on Sheet 3 of the CDP) within two (2) years of approval of this application.

XII. COMPLIANCE WITH FEDERAL IMMIGRATION REFORM AND CONTROL ACT

Applicant shall require contractor and subcontractor compliance with the provisions of the Federal Immigration Reform and Control Act (the "Act"), including but not limited to the provisions of the Act prohibiting the hiring and continued employment of unauthorized aliens, requiring the verification and record keeping with respect to identity and eligibility for employment and prohibiting discrimination on the basis of national origin, United States citizenship or intending citizen status. Upon written request of the County, Applicant shall provide necessary contracts, documentation or other appropriate material confirming that Applicant and its contractors comply with the requirements of this provision. Applicant shall not be required to provide any

proprietary information not necessary to demonstrate compliance with this proffer.

XIII. ESCALATOR

Unless otherwise specified, all cash contributions enumerated in these proffers shall be subject to an annual escalator based on the CPI with a base year of 2007. This escalator shall take effect on January 1 of 2008 and change effective each January 1 thereafter.